GONG HAILIN

ANNOUNCEMENT

UNCONDITIONAL VOLUNTARY CASH PARTIAL OFFER BY AFG SECURITIES LIMITED FOR AND ON BEHALF OF GONG HAILIN TO ACQUIRE UP TO 130,000,000 SHARES IN JINCHUAN GROUP INTERNATIONAL RESOURCES CO. LTD (STOCK CODE: 2362) (OTHER THAN THOSE ALREADY OWNED BY GONG HAILIN AND PARTIES ACTING IN CONCERT WITH HER)

(1) LEVEL OF ACCEPTANCE ON THE CLOSING DATE; AND (2) CLOSE OF THE PARTIAL OFFER

Financial adviser to the Offeror

Offer agent to the Offeror

References are made to (i) the announcements issued by Ms. Gong Hailin (the "**Offeror**") dated 21 May 2026 and 2 June 2026 in relation to the Partial Offer; and (ii) the Offer Document issued by the Offeror dated 9 June 2026. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Offer Document.

CLOSE OF THE PARTIAL OFFER AND LEVEL OF ACCEPTANCE

The Partial Offer closed at 4:00 p.m. on Tuesday, 7 July 2026, being the Closing Date.

As at 4:00 p.m. (Hong Kong time) on the Closing Date, the Offeror had received eleven (11) valid acceptances in respect of an aggregate of 69,803,408 Offer Shares from Qualifying Shareholders under the Partial Offer (the "**Acceptance Shares**"), representing approximately 0.532% of the entire issued share capital of the Offeree Company as at the date of this announcement.

ENTITLEMENT OF ACCEPTING SHAREHOLDERS

Pursuant to the terms of the Partial Offer, the Offeror will take up a maximum of 130,000,000 Offer Shares at the Offer Price of HK$0.3 per Offer Share.

As valid acceptances are received on the Closing Date for 69,803,408 Offer Shares, being fewer than the maximum of 130,000,000 Offer Shares, the total number of Offer Shares to be taken up by the Offeror from each Accepting Shareholder will be equal to the total number of Offer Shares tendered for acceptance by such Accepting Shareholder.

SETTLEMENT OF CONSIDERATION

Settlement of the consideration payable by the Offeror in respect of valid acceptances of the Partial Offer will be made as soon as possible but, in any event, no later than seven (7) business days after the Closing Date. No fractions of a cent will be payable and the amount of cash consideration payable to any Qualifying Shareholder who accepts the Partial Offer will be rounded up to the nearest cent.

ODD LOTS ARRANGEMENT

As stated in the Offer Document, AFG Securities Limited, the address of which is Room B, 17/F., Fortune House, 61 Connaught Road Central, Central, Hong Kong (telephone number: (852) 3577 8632, office hours: 9:00 a.m. to 5:00 p.m.) has been appointed by the Offeror to match sales and purchases of odd lot holdings of Shares on a best efforts basis for a period of six weeks following the close of the Partial Offer (i.e. from Wednesday, 8 July 2026 to Wednesday, 19 August 2026, both days inclusive, to assist the Shareholders in disposing their odd lots or to top up their odd lots to whole board lots. Shareholders should note that as the trading of the Shares has been suspended, the off-market matching of odd lots will be conducted on a best efforts basis and transaction costs (such as potential fees for the withdrawal of physical share certificate(s) imposed by the relevant securities broker with which the Shares are held, as well as the fees for handling the bought and sold notes to effect the sale and purchase of odd lot holdings of the Shares) may apply. Shareholders should note that the matching of odd lots is not guaranteed.

INTERESTS OF THE OFFEROR AND PARTIES ACTING IN CONCERT WITH HER IN THE SHARES AND RIGHTS OVER SHARES

Immediately prior to the commencement of the Offer Period, the Offeror and parties acting in concert with her were interested in 10,000,000 Shares, representing approximately 0.1% of the entire issued share capital of the Offeree Company as at the date of this announcement.

Upon settlement of the Partial Offer, the Offeror will acquire 69,803,408 Offer Shares from the Accepting Shareholders in respect of which the Offeror have received valid acceptances under the terms of the Partial Offer. The Offeror and parties acting in concert with her is therefore interested in an aggregate of 79,803,408 Shares, representing approximately 0.608% of the entire issued share capital of the Offeree Company, as at the date of this announcement.

Save as disclosed above, none of the Offeror and parties acting in concert with her (i) held, controlled or directed any Shares and rights over Shares immediately before the commencement date of the Offer Period; (ii) has acquired or agreed to acquire any Shares or rights over Shares from the commencement of the Offer Period and up to and including the date of this announcement; or (iii) has borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Offeree Company from the commencement of the Offer Period and up to and including the date of this announcement.

SHAREHOLDING STRUCTURE OF THE OFFEREE COMPANY

The following table sets out the shareholding structure of the Offeree Company (i) immediately before the commencement of the Offer Period; and (ii) as at the Closing Date (i.e. the date of this announcement) (subject to the completion of the transfer of such Offer Shares to the Offeror acquired by her under the Partial Offer):

		Immediately before the commencement of the Offer Period		**As at the Closing Date (i.e. the date of this announcement)**	
Name of Shareholder	*Notes*	*Number of Shares*	*Approximate %*	*Number of Shares*	*Approximate %*
Jinchuan (BVI) Limited	*1, 2, 4*	4,586,120,000	34.923	4,586,120,000	34.923
Jinchuan (BVI) 1 Limited	*2, 4*	1,888,449,377	14.380	1,888,449,377	14.380
Jinchuan (BVI) 2 Limited	*2, 4*	583,518,372	4.444	583,518,372	4.444
Jinchuan (BVI) 3 Limited	*2, 4*	534,922,108	4.073	534,922,108	4.073
The Offeror and parties acting in concert with her					
– the Offeror		–	–	69,803,408	0.532
– Mr. Zhou Hongwei	*3*	10,000,000	0.076	10,000,000	0.076
Subtotal:		10,000,000	0.076	79,803,408	0.608
Other shareholders		5,529,072,194	42.104	5,459,268,786	41.572
Total:		**13,132,082,051**	**100.00**	**13,132,082,051**	**100.00**

Notes:

1. Jinchuan (BVI) Limited directly held 4,586,120,000 Shares and PSCS in the amount of US$88,461,539 (equivalent to approximately HK$690,000,000) which may be converted into 690,000,000 shares of the Offeree Company at an initial conversion price of HK$1.00 per Share. Jinchuan (BVI) Limited is an indirect wholly-owned subsidiary of Jinchuan Group Co. Ltd.*（金川集團股份有限公司）, the controlling Shareholder.

2. The issued share capital of each of Jinchuan (BVI) Limited, Jinchuan (BVI) 1 Limited, Jinchuan (BVI) 2 Limited and Jinchuan (BVI) 3 Limited are wholly owned by Jinchuan Group (Hongkong) Resources Holdings Limited, which is in turn wholly owned by Jinchuan Group Co. Ltd.*（金川集團股份有限公司）, the controlling Shareholder. These companies are therefore also indirect wholly-owned subsidiaries of Jinchuan Group Co. Ltd.*（金川集團股份有限公司）. According to the website of Jinchuan Group Co. Ltd.*（金川集團股份有限公司）and a circular of the Offeree Company dated 29 October 2010, Jinchuan Group Co. Ltd.*（金川集團股份有限公司）is a state-owned enterprise with its majority interest held by the People's Government of Gansu Province of the PRC.

3. Mr. Zhou Hongwei is the spouse of the Offeror and as such, a party acting in concert with the Offeror pursuant to the Takeovers Code.

4. Pursuant to the response document of the Offeree Company dated 23 June 2026, Jinchuan (BVI) Limited, Jinchuan (BVI) 1 Limited, Jinchuan (BVI) 2 Limited and Jinchuan (BVI) 3 Limited have unconditionally and irrevocably undertaken that each of them shall not accept the Partial Offer. Consequently, their shareholdings remain unchanged upon closing of the Partial Offer.

5. The Offeror will not be a "controlling shareholder" (as defined in the Listing Rules) of the Offeree Company immediately upon completion of the Partial Offer. The Offeror does not have any relationship with each of the substantial Shareholders of the Offeree Company and they are not parties acting in concert with the Offeror.

6. The above shareholding structure of the Offeree Company was derived based on information disclosed in (i) the annual report of the Offeree Company for the year ended 31 December 2025; (ii) the response document of the Offeree Company dated 23 June 2026; and (iii) the monthly return for the month ended 30 June 2026 published by the Offeree Company on 2 July 2026 available on the website of the Stock Exchange.

7. Percentage figures are rounded to the nearest three decimal places, and certain percentage figures included in the above table have been subject to rounding adjustments. Accordingly, figures shown as totals may not be an arithmetic aggregation of the figures preceding them.

WARNING

Shareholders and potential investors of the Offeree Company are advised to exercise caution when dealing in the securities of the Offeree Company. Persons who are in doubt as to the action they should take should consult their licensed securities dealers or registered institutions in securities, bank managers, solicitors, professional accountants or other professional advisers.

GONG HAILIN

Hong Kong, 7 July 2026

The Offeror accepts full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of her knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

This announcement will be published on the website of the Stock Exchange at www.hkexnews.hk.

* *For identification purposes only*